

Exhibit A

EXHIBIT 3

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 21, 2024

SPIRE GLOBAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39493
(Commission File Number)

85-1276957
(IRS Employer
Identification No.)

**8000 Towers Crescent Drive
Suite 1100
Vienna, Virginia**
(Address of principal executive offices)

22182
(Zip code)

Registrant's telephone number, including area code: (202) 301-5127

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value of \$0.0001 per share	SPIR	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

The information included in Item 4.02 of this Form 8-K regarding the completed fiscal periods noted below is incorporated by reference in this Item 2.02 to the extent applicable.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 21, 2024, Spire Global, Inc. (the “Company”) received written notice from the New York Stock Exchange (the “NYSE”) that the Company is not in compliance with the NYSE’s continued listing standards as set forth in Section 802.01E of the NYSE Listed Company Manual due to the Company’s failure to timely file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (the “Q2 2024 Form 10-Q”) with the Securities and Exchange Commission (the “SEC”) prior to August 19, 2024, the end of the extension period provided by Rule 12b-25 under the Securities Exchange Act of 1934, as amended.

Under the NYSE’s rules, the Company can regain compliance with this NYSE listing standard by filing the Q2 2024 Form 10-Q with the SEC before February 19, 2025. In accordance with the NYSE notice, the Company has contacted the NYSE to discuss the status of its Q2 2024 Form 10-Q filing. Additional information regarding the status of the Company’s Q2 2024 Form 10-Q filing is provided below under Item 4.02.

On August 27, 2024, the Company issued a press release with respect to the receipt of the notice of noncompliance from the NYSE.

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

As previously disclosed in the Company’s Form 12b-25 filed with the SEC on August 14, 2024, the Company has been reviewing its accounting practices and procedures with respect to revenue recognition related to certain contracts in its “Space as a Service” business (the “Contracts”) under applicable accounting standards and guidance. The Company has retained technical accounting experts to help examine and make recommendations regarding the potential existence of embedded leases of identifiable assets in the Contracts and the recognition of revenue and related costs for pre-space mission activities under such Contracts.

The Company is reviewing the potential existence of embedded leases of identifiable assets in the Contracts at this time. Separately from this ongoing review, the Company has determined that its accounting for these Contracts, including primarily revenue and cost recognition timing for pre-space mission activities, was incorrect and that certain previously issued financial statements need to be restated to remove certain previously recorded pre-space mission activity revenue from the period in which pre-space mission activities were performed under the Contracts, and instead, record that revenue over the period in which data is delivered. As a result of this determination and the ongoing review of the item disclosed above, the preparation of the Company’s condensed consolidated financial statements as of June 30, 2024 and for the three and six months ended June 30, 2024, will require additional time to complete.

In connection with this evaluation, on August 23, 2024, the audit committee of the board of directors of the Company, after discussion with the Company’s management and with PricewaterhouseCoopers LLP (“PwC”), concluded that the following should no longer be relied upon: (a) the Company’s previously issued unaudited condensed consolidated financial statements as of and for (i) the quarters and nine months ended September 30, 2023 and 2022, (ii) the quarters and six months ended June 30, 2023 and 2022, and (iii) the quarters ended March 31, 2024, 2023 and 2022, and (b) the Company’s previously issued audited consolidated financial statements as of and for the years ended December 31, 2023 and 2022 (collectively, the “Affected Periods”), filed with the SEC in the respective Quarterly Reports on Form 10-Q for such quarterly periods (the “Form 10-Qs”) and in the Annual Reports on Form 10-K (the “Form 10-Ks”) for such years and included in any reports, related earnings releases, investor presentations or similar communications of the Company’s financial results. Based on its review of the Affected Periods to date, the Company plans to restate its consolidated financial statements for the Affected Periods and include them in one or more amended periodic reports (the “Amended Filings”) to be filed with the SEC. The Company is working to complete its review and such restatements as soon as practicable and currently expects to be able to file the Amended Filings and the Q2 2024 Form 10-Q within the six-month period provided by the NYSE.

In addition, the Company's management is in the process of evaluating whether the matter discussed above will result in the identification of additional material weaknesses in the Company's internal control over financial reporting. Management's conclusions regarding the impacts of the matter discussed above on the Company's internal control over financial reporting will be included in the Amended Filings.

While the Company's review is ongoing, at the time of filing this Current Report on Form 8-K, the type of Contracts that the Company has identified for re-evaluation and restatement resulted in recognized revenue currently estimated to be \$10 to \$15 million on an annual basis. Depending on the results of the review, additional financial measures such as gross profit could also be impacted. However, the Company believes that the restatement of its revenue recognition for these Contracts will not impact the Company's overall cash flows for any period.

The audit committee and the Company's management have discussed the matters disclosed in this Current Report on Form 8-K with PwC.

Forward Looking Statements

This report contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or the Company's anticipated financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expect," "plan," "anticipate," "could," "would," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "project," "potential," "seek" or "continue" or the negative of these words or other similar terms or expressions that concern the Company's expectations, strategy, plans or intentions. Forward-looking statements contained in this report include, but are not limited to, statements about the preparation of the Company's condensed consolidated financial statements as of June 30, 2024 and for the three and six months ended June 30, 2024; the annual and interim periods affected by the matters discussed above and subject to restatement; the assessment of the Company's internal control over financial reporting; the cause of the delay in preparing and filing the Q2 2024 Form 10-Q; the timing of filing the Amended Filings and the Q2 2024 Form 10-Q; and the potential scope and impact of the issues discussed above, which are estimates as of the date hereof.

The Company cautions you that the foregoing list may not contain all of the forward-looking statements made in this report. You should not rely upon forward-looking statements as predictions of future events. Factors that may cause future results to differ materially from the Company's current expectations include, among other things, the timing and nature of the resolution of the issues discussed in this filing, any further delay in the filing of required periodic reports, the timing and results of the Company's review of the effectiveness of internal control over financial reporting and related disclosure controls and procedures, whether a restatement of financial results will be required for other accounting issues and adverse effects on the Company related to the disclosures made in this report. For other risk factors affecting the Company, see "Risk Factors" in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Moreover, the Company operates in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for the Company to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this report. The Company cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

Neither the Company nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Moreover, the forward-looking statements made in this report relate only to expectations as of the date on which the statements are made. The Company undertakes no obligation to update any forward-looking statements made in this report to reflect events or circumstances after the date of this report or to reflect new information or the occurrence of unanticipated events, except as required by law. The Company may not actually achieve the plans, intentions or expectations disclosed in the forward-looking statements and you should not place undue reliance on the forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPIRE GLOBAL, INC.

Date: August 27, 2024

By: /s/ Peter Platzer
Name: Peter Platzer
Title: Chief Executive Officer

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

<hr/>)	
SPIRE GLOBAL, INC.,)	
)	
Plaintiff,)	C.A. No. ____ - ____ - ____
)	
v.)	CONFIDENTIAL –
)	FILED UNDER SEAL
KPLER HOLDING SA,)	
)	
Defendant.)	
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EXHIBIT 4 TO VERIFIED COMPLAINT

**YOU ARE IN POSSESSION OF A CONFIDENTIAL FILING FROM THE
COURT OF CHANCERY OF THE STATE OF DELAWARE**

**If you are not authorized to view this document under Rule 5.1 or by Court
Order, read no further than this page. You should contact the following person:**

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A public version will not be filed pursuant to Rule 5.1(f)(1)

Dated: February 10, 2025

**THIS DOCUMENT IS A CONFIDENTIAL FILING. ACCESS IS PROHIBITED
EXCEPT AS AUTHORIZED BY RULE 5.1 OR BY COURT ORDER.**

EXHIBIT 5

Spire Global Announces Strategic Business Update; Debt to be Eliminated

- *Spire entered into agreement to sell its maritime business for ~\$241 million; purchase price ~5.8x trailing twelve months revenue*
- *Company intends to eliminate debt through sale proceeds*
- *Company intends to invest in growth and innovation of its data analytics and radio frequency geolocation solution offerings to address climate change and global security challenges for its customers*

VIENNA, VA, November 13, 2024 – Spire Global, Inc. (NYSE: SPIR) (“Spire” or “the Company”), a global provider of space-based data, analytics and space services, today announced an agreement to sell its maritime business to Kpler for approximately \$241 million. The Company intends to use the proceeds of the sale to retire all outstanding debt and invest in near-term growth opportunities. The Company will hold a webcast at 10:00 am ET today to discuss the announcement.

The \$241 million transaction consists of a \$233.5 million purchase price and \$7.5 million for services over a twelve-month period, post close. The purchase price values the portfolio at approximately 5.8x the revenue generated by the business over the last twelve months. Spire will retain its satellite network, technology and infrastructure and will continue to serve its aviation, weather and space services customers, along with the existing U.S. government portion of its maritime customer portfolio.

“This move further focuses Spire on our core mission: helping humanity tackle climate change and global security challenges — two of the macro trends driving the space economy,” said Peter Platzer, Spire CEO. “We are now even better equipped with the resources, technology and experience to serve governments and commercial clients to fulfill their missions, whether through our advanced data solutions or empowering them with our sophisticated space services offering.”

“In addition to these benefits for Spire, we expect this sale will benefit our maritime customers and team members by allowing our maritime business to grow even faster within a global organization leading the digitalization of the maritime industry,” Platzer added.

“By acquiring Spire Maritime, we will materially improve our satellite AIS offering which together with our comprehensive terrestrial AIS network, significantly enhances real-time visibility and analytics for the maritime and commodity markets,” said Mark Cunningham, CEO of Kpler. “This will provide our clients with a clearer view of developments across maritime and commodity markets, to support better decision-making in a globally interconnected economy.”

“By capitalizing the business in a non-dilutive manner and eliminating interest payments and other operational restrictions, we are transforming our cost structure and operating model,” said Leo Basola, Spire CFO. “This approach mitigates risk by removing the most significant external financial pressures, while also providing us with capital to invest in core projects that generate long-term value.”

The transaction is expected to close by the first quarter of 2025, subject to satisfying customary closing conditions.

Spire’s financial advisor for the transaction was Evercore, with legal counsel provided by Faegre Drinker. Kpler’s legal counsel was provided by Cooley.

Conference Call

Spire will webcast a conference call to discuss the announcement at 10:00 a.m. ET today. The webcast will be available on Spire’s Investor Relations website at ir.spire.com. A replay of the call will be available on the site for three months.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or the Company’s anticipated financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “would,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “project,” “potential,” “seek” or “continue” or the negative of these words or other similar terms or expressions that concern the Company’s expectations, strategy, plans or intentions. Statements about the transactions contemplated by the Share Purchase Agreement (the “Purchase Agreement”) for the sale of portions of the Company’s maritime customer portfolio and certain related assets and liabilities (the “Transactions”), including with respect to whether or when any of the conditions to the Transactions will be satisfied, whether and when the Transactions may occur, the potential consequences of the Transactions, the potential future relationships contemplated by the Purchase Agreement, and the Company’s intent to use the proceeds from the Transactions to eliminate debt and invest in growth and innovation of its data analytics and radio frequency geolocation solution offerings, are forward-looking statements.

The Company cautions you that the foregoing list may not contain all of the forward-looking statements made in this press release. You should not rely upon forward-looking statements as predictions of future events. Factors that may cause future results to differ materially from the Company’s current expectations include, among other things, (1) risks related to the consummation of the Transactions, including the risks that (a) the proposed transaction may not

be consummated within the anticipated time period, or at all, (b) required regulatory clearances and approvals may not be obtained, (c) other conditions to the consummation of the Transactions may not be satisfied, and (d) all or part of the buyer's financing may not become available; (2) the effects that any termination of the Purchase Agreement may have on the Company or its business, including the risks that the Company stock price may decline significantly if the Transactions are not completed; (3) the effects that the announcement or pendency of the Transactions, or developments with respect thereto, may have on the Company and its business, including the risks that as a result (a) the Company's business, operating results or stock price may suffer, (b) the Company's current plans and operations may be disrupted, (c) the Company's ability to retain or recruit key employees may be adversely affected, (d) the Company's business relationships (including, customers, data providers, and other suppliers) may be adversely affected, or (e) time and attention of Company personnel may be diverted from other important matters; (4) the effect of limitations that the Purchase Agreement places on the Company's ability to operate its business during the pendency of the Transactions; (5) the nature, cost and outcome of any litigation and other legal proceedings; (6) the risk that the Transactions may involve unexpected costs, liabilities or delays; (7) other economic, business, competitive, legal, regulatory, and/or tax factors; (8) the Company's future financial results and any further delay in the filing of required periodic reports, and (9) the other risk factors affecting the Company described under "Risk Factors" in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Moreover, the Company operates in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for the Company to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this press release. The Company cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

Neither the Company nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Moreover, the forward-looking statements made in this press release relate only to expectations as of the date on which the statements are made. The Company undertakes no obligation to update any forward-looking statements made in this press release to reflect events or circumstances after the date of this press release or to reflect new information or the occurrence of unanticipated events, except as required by law. The Company may not actually achieve the plans, intentions or expectations disclosed in the forward-looking statements and you should not place undue reliance on the forward-looking statements.

About Spire Global, Inc.

Spire (NYSE: SPIR) is a global provider of space-based data, analytics and space services, offering unique datasets and powerful insights about Earth so that organizations can make

decisions with confidence in a rapidly changing world. Spire builds, owns, and operates a fully deployed satellite constellation that observes the Earth in real time using radio frequency technology. The data acquired by Spire's satellites provides global weather intelligence, ship and plane movements, and spoofing and jamming detection to better predict how their patterns impact economies, global security, business operations and the environment. Spire also offers Space as a Service solutions that empower customers to leverage its established infrastructure to put their business in space. Spire has nine offices across the U.S., Canada, UK, Luxembourg, Germany and Singapore. To learn more, visit spire.com.

Contacts

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EFiled: Feb 11 2025 03:59PM EST
Transaction ID 75619794
Case No. 2025-0143-JTL



Defendant.

J. Travis Laster, Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Judge: J Travis Laster

Alternate Judge: Unassigned

File & Serve

Transaction ID: 75619239

Current Date: Feb 11, 2025

Case Number: 2025-0143-JTL

Case Name: CONF/REQ - Spire Global, Inc., v. Kpler Holdings SA

Court Authorizer: J Travis Laster

/s/ Judge J Travis Laster

EFiled: Feb 11 2025 04:01PM EST
Transaction ID 75619811
Case No. 2025-0143-JTL



C.A. No. 2025-0143-JTL

J. Travis Laster, Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Judge: J Travis Laster

Alternate Judge: Unassigned

File & Serve

Transaction ID: 75619369

Current Date: Feb 11, 2025

Case Number: 2025-0143-JTL

Case Name: CONF/REQ - Spire Global, Inc., v. Kpler Holdings SA

Court Authorizer: J Travis Laster

/s/ Judge J Travis Laster

EFiled: Feb 11 2025 04:02PM EST
Transaction ID 75619846
Case No. 2025-0143-JTL



C.A. No. 2025-0143-JTL

J. Travis Laster, Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Judge: J Travis Laster

Alternate Judge: Unassigned

File & Serve

Transaction ID: 75619335

Current Date: Feb 11, 2025

Case Number: 2025-0143-JTL

Case Name: CONF/REQ - Spire Global, Inc., v. Kpler Holdings SA

Court Authorizer: J Travis Laster

/s/ Judge J Travis Laster

EFiled: Feb 11 2025 04:03PM EST
Transaction ID 75619863
Case No. 2025-0143-JTL



C.A. No. 2025-0143-JTL

J. Travis Laster, Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Judge: J Travis Laster

Alternate Judge: Unassigned

File & Serve

Transaction ID: 75619308

Current Date: Feb 11, 2025

Case Number: 2025-0143-JTL

Case Name: CONF/REQ - Spire Global, Inc., v. Kpler Holdings SA

Court Authorizer: J Travis Laster

/s/ Judge J Travis Laster